

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN**

MAINSTAY HIGH YIELD CORPORATE )  
BOND FUND, on behalf of itself and all others )  
similarly situated, )  
Plaintiff, )

vs. )

HEARTLAND INDUSTRIAL PARTNERS, )  
L.P., a Delaware limited liability partnership, )  
HEARTLAND INDUSTRIAL ASSOCIATES, )  
L.L.C., a Delaware limited company, DAVID )  
A. STOCKMAN, J. MICHAEL STEPP, )  
TIMOTHY D. LEULIETTE, DANIEL P. )  
TREDWELL, W. GERALD MCCONNELL, )  
SAMUEL VALENTI, III, JOHN A. )  
GALANTE, BRYCE M. KOTH, ROBERT A. )  
KRAUSE, GERALD E. JONES, DAVID R. )  
COSGROVE, and ELKIN B. MCCALLUM, )  
Defendants. )

Case No. 2:07-cv-10542-GER-RSW

Honorable Gerald E. Rosen

\_\_\_\_\_  
CRAIG D. EPSTEIN, individually and on )  
behalf of all others similarly situated, )  
Plaintiff, )

vs. )

HEARTLAND INDUSTRIAL PARTNERS, )  
L.P., a Delaware limited liability partnership, )  
HEARTLAND INDUSTRIAL ASSOCIATES, )  
L.L.C., a Delaware limited company, DAVID )  
A. STOCKMAN, J. MICHAEL STEPP, and )  
BRYCE M. KOTH, )  
Defendants. )

Case No. 2:06-cv-13555-GER-RSW

Honorable Gerald E. Rosen

**STIPULATION BETWEEN LEAD PLAINTIFFS AND SETTLING DEFENDANTS AND  
ORDER STAYING THE ACTIONS AS AGAINST HEARTLAND INDUSTRIAL  
PARTNERS, L.P, HEARTLAND INDUSTRIAL ASSOCIATES, L.L.C., DANIEL P.  
TREDWELL, W. GERALD McCONNELL AND SAMUEL VALENTI, III**

Lead Plaintiffs MainStay High Yield Corporate Bond Fund and Craig D. Epstein (together "Plaintiffs") and defendants Heartland Industrial Partners, L.P., Heartland Industrial Associates, L.L.C., Daniel P. Tredwell, W. Gerald McConnell and Samuel Valenti, III (the "Settling Defendants") stipulate as follows:

WHEREAS, Plaintiffs and the Settling Defendants have entered into a Memorandum of Understanding and are in the process of negotiating and finalizing a formal settlement agreement;

WHEREAS, Plaintiffs and the Settling Defendants wish to avoid the distraction and expense of litigating the above-captioned action while working towards finalization of the settlement agreement and believe that staying the above-captioned actions as against the Settling Defendants will allow the parties to promptly present the settlement to the Court for preliminary approval;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel for Plaintiffs and the Settling Defendants, subject to the Court's approval, as follows:

1. The above-captioned actions are stayed as against the Settling Defendants and all scheduling deadlines are adjourned as to the Settling Defendants.
2. Absent a further stipulation and Order, the stay will expire on December 15, 2009 if no settlement has been presented to the Court for preliminary approval. If a settlement is presented to the Court on or before December 15, the stay shall continue until the earlier of the date: (i) the actions are dismissed; or (ii) the Court enters an Order rejecting the proposed settlement.

3. If the stay is terminated or expires, the parties shall be returned to their respective positions as of November 19, 2009, and all deadlines shall be restored with extensions equal in time to the length of the stay.

Dated: November 19, 2009

**STIPULATED AND AGREED:**

/s/ Courtney B. Ciullo  
E. Powell Miller, Esq. (P39487)  
Marc L. Newman, Esq. (P51393)  
Courtney B. Ciullo (P71949)  
The Miller Law Firm, P.C.  
950 W. University Drive, Suite 300  
Rochester, MI 48307

*Liaison Counsel in the Egleston Action*

/s/ David L. Wales (with consent)  
David L. Wales, Esq.  
Thomas H. Burt, Esq.  
Wolf Haldenstein Adler Freeman & Herz LLP  
270 Madison Avenue  
New York, NY 10016

*Attorneys for Plaintiff Craig D. Epstein*

/s/ Steven B. Singer  
Max W. Berger, Esq.  
Steven B. Singer, Esq.  
John C. Browne, Esq.  
Bernstein Litowitz Berger & Grossman, LLP  
1285 Avenue of the Americas, 38<sup>th</sup> Floor  
New York, NY 10019

*Attorneys for Plaintiff Mainstay High Yield  
Corporate Bond Fund*

/s/ Jeffrey S. Geier (with consent)  
Jonathan Lerner, Esq.  
Lea Haber Kuck, Esq.  
Jeffrey S. Geier, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036

*Attorneys for Defendants Heartland  
Industrial Partners LP, Heartland Industrial  
Associates LLC, Daniel P. Tredwell, W.  
Gerald McConnell and Samuel Valenti, III*

**IT IS SO ORDERED** in accordance with the foregoing stipulation.

November 23, 2009  
Date

s/Gerald E. Rosen  
Honorable Gerald E. Rosen  
Chief, United States District Judge